FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D 1089945

3235-0076 OMB Number: Expires: June 30, 2008 Estimated average burden hours per response 16.00

OMB APPROVAL

PROCESSED _	TORM D 1001113
	NOTICE OF SALE OF SECURITIES
JUL 1 8 2008 🗜	PURSUANT TO REGULATION D,
TUOMOON DEUTEDO	SECTION 4(6), AND/OR
IUONIOON KERIEK2 AV	SECTION 4(6), AND/OR (IFORM LIMITED OFFERING EXEMPTION

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Name of Offering(check if this is an amendment and name has changed, and indicate change.) Note and Warrant Financing	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	Received SEC
A. BASIC IDENTIFICATION DATA	1111 1 4 2008
1. Enter the information requested about the issuer	JUL 14 2008
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Narus, Inc.	Washington, DC 20549
Address of Executive Offices (Number and Street, City, State, Zip Code) 500 Logue Avenue, Mountain View, CA 94043	Telephone Number (Including Area Code) (650) 230-9300
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above	Telephone Number (Including Area Code) Same as above
Brief Description of Business Carrier Class IP Platform Developer	
Type of Business Organization Corporation	ease specify): 08055143
Actual or Estimated Date of Incorporation or Organization: Month Year	ated

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC ÎDE	NTIFICATION DATA	4 °	
2. Enter the information re			rithin the part five years.	<u> </u>	
 Each promoter of the 	he issuer, if the iss	suer has been organized w	viunin the past rive years;	C 100/	a close of south, committee of the issue
 Each beneficial own 	er having the pow	er to vote or dispose, or dire	ect the vote or disposition of	t, 10% or more of	a class of equity securities of the issuer.
			corporate general and man	aging partners of	partnership issuers; and
 Each general and r 	nanaging partner	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Oslan, Greg	individual)	<u>.</u>			
Business or Residence Addre c/o Narus, Inc., 500 Logu	ess (Number and e Avenue, Mou	Street, City, State, Zip Co intain View, CA 94043	ode) 3		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, McEntee, Dan	if individual)				
Business or Residence Addre c/o Narus, Inc., 500 Logu	ess (Number and le Avenue, Mou	Street, City, State, Zip Co Intain View, CA 94043	ode) 3		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer		General and/or Managing Partner
Full Name (Last name first, Soghikian, Shahan	if individual)				
Business or Residence Addre 2440 Sand Hill Road, Sui			ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Pantuso, Tony	if individual)				
Business or Residence Addr 2460 Sand Hill Road, Sui			ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, Crowell, William	if individual)				
Business or Residence Addr c/o Narus, Inc., 500 Logu					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Bigge, Matt	if individual)				
Business or Residence Addr c/o Narus, Inc., 500 Logu					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Kau, Andrew	if individual)				
Business or Residence Addr	*		ode)		

· · ·		A. BASIC IDE	NTIFICATION DATA	. 0 1		0 0, 0	\$4
2. Enter the information re	equested for the fo	ollowing:					
Each promoter of the second control of	he issuer, if the iss	uer has been organized w					
			ect the vote or disposition of	, 10% or more of a	a class	of equity securities of the	issuer.
			corporate general and man				
Each general and n	nanaging partner	of partnership issuers.					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, if Picasso, Charles	individual)						
Business or Residence Addre c/o Narus, Inc., 500 Logu	ess (Number and See Avenue, Mou	Street, City, State, Zip Contain View, CA 94043	ode)				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, i Funds affiliated with Neo	if individual) Carta Ventures	 			<u></u> .		
Business or Residence Addre 2460 Sand Hill Road, Sui	ess (Number and Site 202, Menlo F	Street, City, State, Zip Co Park, CA 94025	ode)				-
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, Funds affiliated with Ame		trategies, Ltd.		-	·		
Business or Residence Addre 2 Bethesda Metro Center						·	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, JP Morgan Partners (SBI		·····	· · · · · · · · · · · · · · · · · · ·	-			
Business or Residence Addr 270 Park Avenue, New Y			ode)	_			
Check Box(es) that Apply:	Promoter	Beneficial Owner	⊠ Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, Nucci, Antonio	if individual)						
Business or Residence Addr c/o Narus, Inc., 500 Logu				,			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or l/lanaging Partner	
Full Name (Last name first, Mistry, Yogi	if individual)				•		
Business or Residence Addr c/o Narus, Inc., 500 Logu							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director		General and/or Managing Partner	
Full Name (Last name first, Swan, Christopher	if individual)						
Business or Residence Addr c/o Narus, Inc., 500 Logu					,		

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*	S. S. W. W. B. S.	1295	3 - 3 mg (2 mg	15.								Yes	No
1.	Has the	issuer sold,	or does the				dited investo						
	Answer also in Appendix, Column 2, if filing under ULOE.									* 31/4			
2.	2. What is the minimum investment that will be accepted from any individual?									*************	\$ N/A Yes	No	
	Does the offering permit joint ownership of a single unit?										K.31	П	
3.	Does the	e offering p	ermit joint o	ownership	of a single i	unit?	or will be	naid or giv	ven directl	v or indirec	tly any		
4.	commiss If a pers	sion or simi	ilar remuner ted is an ass	ration for secondary	olicitation of	of purchase: nt of a brok	rs in connect er or dealer i	ion with sa registered w	les of secur vith the SEC	ities in the c Cand/or with	h a state		
	or states a broker	s, list the na or dealer, y	me of the b you may set	roker or de forth the in	aler. If mo nformation	re than tive for that bro	(5) persons ker or dealer	to be listed only.	are associa	itea persons	or such	,	
Full	Name (L	ast name fi	rst, if indivi	idual)				<u> </u>					
Bus	iness or I	Residence A	ddress (Nu	mber and S	Street, City,	State, Zip	Code)						
Nan	ne of Ass	ociated Bro	ker or Deal	ег							•		
Stat	es in Wh	ich Person I	Listed Has S	Solicited or	Intends to	Solicit Purc	hasers	-	,				
	(Chec	ck "All State	es" or check	individual	States)						· · · · · · · · ·	L	All States
	AL	AK	AZ	AR	CA	CO	СТ	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
	мт	NE	4V	NH	ИЛ	NM	NY	NC	ND	ОН	ЭΚ	OR	PA
	RI	sc	SD	TN	TX	UT	VT	VA	WA	wv	wı	WY	PR
Full	Name (I	ast name fi	irst, if indivi	idual)									
Business or Residence Address (Number and Street, City, State, Zip Code)													
Bus	iness or I	Residence A	Address (Nu	mber and S	Street, City,	State, Zip	Code)				•		·····
			Address (Nu oker or Deal		Street, City,	State, Zip	Code)		-		•		
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Nan	es in Wh (Check AL IL MT	ich Person l ck "All State AK IN NE SC	Listed Has Ses" or check	Solicited or a individual AR KS NH	Intends to States)	Solicit Pure	CT ME	MD MD	DC MA ND	FL MI OH	GA MN DK	HI MS OR	MO PA
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Nan Stat	es in Wh (Check AL) IL MT RI Name (I	ich Person I ck "All State AK IN NE SC Last name fi	Listed Has S es" or check AZ IA NV SD	Solicited or a individual KS NH TN idual)	Intends to States) CA KY NJ TX	Solicit Pure CO LA NM UT	CT ME NY	MD MD	DC MA ND	FL MI OH	GA MN DK	HI MS OR	MO PA
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Full Bus Nar	es in Wh (Check AL) IIL MT RI Name (I iness or I me of Ass es in Wh (Check AL)	ich Person ich Person ich "All State AK IN NE SC Last name fi Residence A sociated Bro ich Person ich Person ich "All State AK	Listed Has S es" or check AZ IA NV SD irst, if indiv Oker or Deal Listed Has S es" or check	Solicited or cindividual AR KS NH TN idual) idual) er Solicited or cindividual AR	Etreet, City,	Solicit Pure CO LA NM UT State, Zip	Chasers CT ME NY VT Code)	DE NC VA	MA ND WA	FL MI OH WV	GA GA	HI MS OR WY	MO PA PRI ID All States

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Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Mullins, James	individual)				
Business or Residence Addr c/o Narus, Inc., 500 Logu	ess (Number and ie Avenue, Mou	Street, City, State, Zip Co Intain View, CA 94043	ode) 3		
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, Meyo, Charles	if individual)				
Business or Residence Addr c/o Narus, Inc., 500 Logu	ess (Number and ie Avenue, Mou	Street, City, State, Zip Co intain View, CA 94043	ode) 3		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Thomas, Jay	if individual)				
Business or Residence Addr c/o Narus, Inc., 500 Logu					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)		· · · · ·		
Business or Residence Addr	ress (Number and	Street, City, State, Zip Co	ode)	. 4.7	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				***
Business or Residence Addr	ress (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ress (Number and	Street, City, State, Zip Co	ode)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.) C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

۱.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \boxtimes and indicate in the columns below the amounts of the securities offered for exchange and			
	already exchanged. Type of Security	Aggregate Offering Price	•	Amount Already Sold
	Type of Security	J	_	•
	Debt\$	_	\$_	
	Equity\$	<u></u>	\$	
	Common Preferred			
	Convertible Securities (including warrants)	5,921,792	\$_	2,000,000
	Partnership Interests		\$_	
	Other (Specify)\$		\$_	
	Total			
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	6	¢	2,000,000
	Non-accredited Investors		\$	
	Total (for filings under Rule 504 only)		_	2,000,000
	, , , , , , , , , , , , , , , , , , , ,		J	2,000,000
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505		S	;
	Regulation A		\$	S
	Rule 504		\$	s
	Total	0	\$	0
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		\$	
	Printing and Engraving Costs		S	
	Legal Fees.		S	200,000
	Accounting Fees		\$	1
	Engineering Fees.		S	
	Sales Commissions (specify finders' fees separately)			4
	Other Expenses (identify)		\$	
	Total		•	200,000
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	C. OFFERING PRICE, NUMBER OF INVESTOR	RS, EXPENSES AND USE OF PROCEED	<u> </u>	
	b. Enter the difference between the aggregate offering price given in re and total expenses furnished in response to Part C — Question 4.a. This opposeeds to the issuer."	difference is the "adjusted gross	\$	5,721,792
5.	Indicate below the amount of the adjusted gross proceed to the issuer u each of the purposes shown. If the amount for any purpose is not known check the box to the left of the estimate. The total of the payments listed proceeds to the issuer set forth in response to Part C — Question 4.b a	own, furnish an estimate and dimust equal the adjusted gross		
		Paymen Office Director Affiliat	ers, es, &	Payments to Others
	Salaries and fees	🗆 s	🗆 5	S
	Purchase of real estate		🗆 5	S
	Purchase, rental or leasing and installation of machinery			
	and equipment		🗆 5	S
	Construction or leasing of plant buildings and facilities		🗆 s	S
	Acquisition of other businesses (including the value of securities involved offering that may be used in exchange for the assets or securities of a issuer pursuant to a merger)	nother	\Box	•
	Repayment of indebtedness			? }
	Working capital			
	Other (specify):			
	· · · · · · · · · · · · · · · · · · ·		🗆 s	3
	Column Totals		<u> </u>	5,721,792
	Total Payments Listed (column totals added)		∑ \$ <u>5,72</u>	1,792
	D. FEDERAL S	IGNATURE		
sig	e issuer has duly caused this notice to be signed by the undersigned duly a nature constitutes an undertaking by the issuer to furnish to the U.S. Sec information furnished by the issuer to any non-accredited investor purs	urities and Exchange Commission, upon	written requ	est of its staff,
Iss	uer (Print or Type) Signature	Date		
	irus, Inc.	July 11, 2	2008	
Na	me of Signer (Print or Type)	rint or Type)		
Gr	eg Oslan Chief Executive	Officer		
		· · · · · · · · · · · · · · · · · · ·		

END

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)